

**INSTRUCTIONS TO FORM SCC711 –
GUIDE FOR ARTICLES OF RESTATEMENT OF A VIRGINIA STOCK CORPORATION**

Guideform SCC711 has been produced by the Commission as a guide to help you prepare the corporation's articles of restatement. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

Filing Requirements		
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.		
Required Fees		
Filing Fee: \$25.00	AND	Any additional charter fee amount required by an increase in the number of authorized shares of the corporation
File Online Today		Paper Filing
Visit https://cis.scc.virginia.gov to file articles of restatement of a Virginia Stock Corporation in real time.		Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.		State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.		Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
		Include a check payable to State Corporation Commission. DO NOT SEND CASH.

If the restatement does not include an amendment, the restatement may be adopted by the corporation's board of directors without shareholder action. See § 13.1-711 of the Code of Virginia.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any officer authorized to act on behalf of the corporation. However, the (amended and) restated articles of incorporation, which are a referenced attachment to the articles of restatement, do not need to be separately executed on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.

NOTES

The corporation's board of directors may adopt an amendment without shareholder action to delete the names and addresses of the initial directors and/or to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the Commission. See § 13.1-706 of the Code of Virginia, which includes additional amendments that may be adopted by the board of directors without shareholder action.

The registered office and/or registered agent cannot be changed by filing articles of restatement. Such change may only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834, which can be completed and filed online at <https://cis.scc.virginia.gov>. This form also can be requested by visiting <https://scc.virginia.gov/pages/Online-Forms-Request>.

Important Information

The articles must be written in the English language, printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include personally identifiable information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Form
SCC711
(Rev. 08/20)

State Corporation Commission

Guide for Articles of Restatement of a Virginia Stock Corporation

ARTICLES OF RESTATEMENT OF

_____ *(current name of corporation)*

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 11 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is _____ *(current name of corporation)*.
2. The restatement contains (or, does not contain) an amendment to the articles of incorporation.
3. The text of the (amended and) restated articles of incorporation is attached hereto.
4. *(If the restatement contains an amendment that provides for an exchange, reclassification or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself.)*
5. The restatement was adopted by the corporation on _____ *(date)*.
6. *(Set forth the manner by which the restatement was adopted. See Options A and B, below:)*

Option A *(If shareholder approval was required, set forth either (1) or (2), below, whichever is applicable.)*

- (1) The restatement was adopted by unanimous consent of the shareholders. **OR**
- (2) The restatement was proposed by the board of directors and submitted to the shareholders in accordance with the provisions of Title 13.1, Chapter 9 of the Code of Virginia, and:

- (a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the restatement were:

Designation	Number of outstanding shares	Number of votes
_____	_____	_____
_____	_____	_____

- (b) And **either** (i) the total number of votes cast for and against the restatement by each voting group entitled to vote separately on the restatement was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____

Or (ii) the total number of undisputed votes cast for the restatement separately by each voting group was:

Voting group	Total undisputed votes FOR
_____	_____
_____	_____

- (c) And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Option B *(If the board of directors adopted the restatement without shareholder approval, set this forth with the reason why shareholder approval was not required. See § 13.1-711 of the Code of Virginia.)*

The adoption of the restatement was duly approved by the board of directors. Shareholder approval of the restatement was not required because: *(Set forth either (1), (2) or (3), below.)*

- (1) The corporation has not issued shares.
- (2) The restatement effects a change described in § 13.1-706 of the Code of Virginia. **OR**
- (3) The restatement does not include an amendment to the articles of incorporation.

Executed in the name of the corporation by:

_____ *(signature)*

_____ *(printed name)*

_____ *(corporation's SCC ID no.)*

_____ *(date)*

_____ *(corporate title)*

_____ *(telephone number (optional))*